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Hearing Date and Time: December 14, 2021 at 10:00 a.m. (Eastern Time) Response Deadline: November 8, 2021 at 4:00 p.m. (Eastern Time)

THE DEBTORS' FORTIETH OMNIBUS OBJECTION TO CLAIMS SEEKS TO RECLASSIFY AND DISALLOW CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION AND/OR THE EXHIBIT ATTACHED THERETO TO DETERMINE WHETHER THE OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.

WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
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Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	x	
In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
	:	
Debtors. 1	:	(Jointly Administered)
	v	

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The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

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NOTICE OF HEARING ON DEBTORS' FORTIETH OMNIBUS OBJECTION TO PROOFS OF CLAIM (TO RECLASSIFY AND DISALLOW ASSERTED SECURED CLAIMS)

PLEASE TAKE NOTICE that, on October 25, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") filed the Debtors' Fortieth Omnibus Objection to Proofs of Claim (To Reclassify and Disallow Asserted Secured Claims) (the "Objection") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that the Objection requests that the Bankruptcy Court (i) reclassify to general unsecured claims, and (ii) disallow and expunge the secured claims asserted on one or more proofs of claim (the "**Proofs of Claim**" and, the secured claims asserted thereunder, the "**Disputed Claims**") listed on **Exhibit A** annexed hereto, on the ground(s) that, each Disputed Claim was either (i) satisfied or otherwise resolved, or (ii) subject to the Second Lien Consent (defined in the Sale Order²).

PLEASE TAKE FURTHER NOTICE that the Court-Ordered Claims Hearing Procedures (the "Claims Hearing Procedures"), annexed hereto as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a "Claimant" and collectively, the "Claimants") within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the disallowance and expungement of a Proof of Claim without further notice to the applicable Claimant(s).

PLEASE TAKE FURTHER NOTICE that, if Claimant does NOT oppose the relief requested, then Claimant does NOT need to file a written response (the "**Response**") to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

PLEASE TAKE FURTHER NOTICE that, if Claimant DOES oppose the relief requested, then Claimant MUST file with the Bankruptcy Court <u>and</u> serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than November 8, 2021, at 4:00 p.m. (Prevailing Eastern Time) (the "Response Deadline").

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on

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² "Sale Order" means the Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith (and) (IV) Granting Related Relief (ECF No. 2507), entered by the Bankruptcy Court on February 8, 2019.

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November 1, 2018 (ECF No. 405) (the "Amended Case Management Order"), so as to be filed with the Bankruptcy Court and received by the parties listed below by or before the Response Deadline.

PLEASE TAKE FURTHER NOTICE that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Proof of Claim; (iii) a concise statement setting forth the reasons why the Disputed Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Proof of Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant's Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant's designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Proof of Claim on Claimant's behalf.

PLEASE TAKE FURTHER NOTICE that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received in accordance with the Amended Case Management Order and the procedures set forth herein. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal, & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

PLEASE TAKE FURTHER NOTICE that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on December 14, 2021 at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing"). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Proof(s) of Claim that are the subject of such Response. If the Debtors do continue the Hearing with respect to such Proof(s) of Claim, then the Hearing on the Objection with respect to such Proof(s) of Claim, then a Hearing on the Objection will be conducted on the above date.

PLEASE TAKE FURTHER NOTICE that if Claimant does not timely file and serve a Response to the Objection with respect to the Claims listed on **Exhibit A** hereto, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed as **Exhibit B** to the Objection, which order may be entered without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that, if the Bankruptcy Court does NOT disallow and expunge the Proof(s) of Claim listed on **Exhibit A**, the Debtors retain the right to object

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on other grounds to the Proof(s) of Claim (or to any other Proof(s) of Claim Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

PLEASE TAKE FURTHER NOTICE that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court's instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at https://restructuring.primeclerk.com/sears. Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Proof(s) of Claim.

Dated: October 25, 2021 New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
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Exhibit A

Disputed Claims

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

Ref # 1. As	Name of Claimant skey, Randal G.	Debtor Sears Holdings Corporation	Ballot No. to be Disallowed N/A	Proof of Claim No. to be Disallowed	d Claims to be Disallowed and F Asserted Claim or Ballot Amount \$5,000.00	Amount Expunged \$0.00	Amount Reclassified to General Unsecured \$5,000.00	Prepetition Loan Facility Second Lien PIK Notes
2. As	skey, Susan E.	Sears Holdings Corporation	N/A	18946	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
3. Co	ole, Ronald E. and Martha E.	Sears Holdings Corporation	N/A	17491	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trsutee for 6.625% acond Lien PIK Notes	KLC, Inc.	N/A	14439	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	Sears Holdings Corporation	N/A	14797	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
6. Co		Sears Brands Management Corporation	N/A	14666	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
7. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625%	Kmart Stores of Texas LLC	N/A	14463	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
8. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	Kmart of Michigan, Inc.	N/A	14462	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
9. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	A&E Signature Service, LLC	N/A	14459	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
0. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	Florida Builder Appliances, Inc.	N/A	14457	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
1. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	Kmart Operations LLC	N/A	14456	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
2. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625%	Kmart of Washington LLC	N/A	14455	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
3. Co	econd Lien PIK Notes omputershare Trust Company, N.A., Indenture Trustee for 6.625%	Kmart Holding Corporation	N/A	14454	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
4. Co	econd Lien PIK Notes omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	A&E Factory Service, LLC	N/A	14453	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Home Improvement Products, Inc.	N/A	14452	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	Kmart Stores of Illinois LLC	N/A	14451	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	Private Brands, Ltd.	N/A	14450	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	Sears Holdings Management Corporation	N/A	14449	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as		Sears Protection Company (Florida), L.L.C.	N/A	14448	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	A&E Lawn & Garden, LLC	N/A	14444	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	A&E Home Delivery, LLC	N/A	14443	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	StarWest, LLC	N/A	14442	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	Sears, Roebuck de Puerto Rico, Inc.	N/A	14440	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Operations LLC	N/A	14436	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Protection Company	N/A	14435	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as	omputershare Trust Company, N.A., Indenture Trustee for 6.625% econd Lien PIK Notes	SOE, Inc.	N/A	14430	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
7. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	Sears, Roebuck and Co.	N/A	14374	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
8. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	Kmart Corporation	N/A	14373	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
9. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	California Builder Appliances, Inc.	N/A	14372	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
0. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	MyGofer LLC	N/A	14343	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
1. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625%	Kmart.com LLC	N/A	14311	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
2. Co	omputershare Trust Company, N.A., Indenture Trustee for 6.625% acond Lien PIK Notes	Sears Roebuck Acceptance Corp.	N/A	14268	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
3. Co	ondra, Bryan David	Sears Holdings Corporation	N/A	11711	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
14. Di	ckman, Frances R	Sears Holdings Corporation	N/A	17484	\$115,000.00	\$0.00	\$115,000.00	Second Lien PIK Notes

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

Ballot No. Proof of Claim No. Asserted Claim or Ballot Amount Reclassified Prepetition Loan		oit 1 - Disallowed and Reclassed Cla			d Claims to be Disallowed and I	Reclassed*		Case No. 18-23538 (RDD		
Part Part Part	Ref # 35.			to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	to General Unsecured	Facility	
C. C. STAND SERVICE	36.	DRAMER, BARBARA S	Sears Holdings Corporation	N/A	9357	\$7,000.00	\$0.00	\$7,000.00	Second Lien PIK Notes	
Compared Security Comp	37.	Dumal, Patrick E.	Sears Holdings Corporation	N/A	6046	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes	
Company Comp	38.	Gee, James	Sears Holdings Corporation	N/A	17476	\$50,000.00	\$0.00	\$50,000.00	Second Lien PIK Notes	
Company Comp	39.	Giangrasso, Susan L	Sears Holdings Corporation	N/A	2145	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes	
Commonweal Com	40.	GRP Equities LLC	Sears Holdings Corporation	N/A	17213	\$60,000.00	\$0.00	\$60,000.00	Second Lien PIK Notes	
A PP LLC	41.	Hamdallah, Tarek	Sears Holdings Corporation	N/A	7540	\$51,656.25	\$0.00	\$51,656.25	Second Lien PIK Notes	
\$ 29 LLG	42.	HOLM, JOAN & STANLEY	Sears Holdings Corporation	N/A	17964	\$106,000.00	\$0.00	\$106,000.00	Second Lien PIK Notes	
Comparison Com	43.	Johnston, Phillippa L	Sears Holdings Corporation	N/A	12137	\$13,955.60	\$0.00	\$13,955.60	Second Lien PIK Notes	
C. PF LLC	44.	JPP II, LLC	A&E Home Delivery, LLC	N/A	7359	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
A.PP. LLC	45.	JPP II, LLC	Private Brands, Ltd.	N/A	7357	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
SPP LIC Start Name Nam	46.	JPP II, LLC	Kmart Stores of Illinois LLC	N/A	7355	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
\$ 100 8 110 Servined 1110 NAA 7560 \$1.513.707.00 \$1.706.0064 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 NAA 7540 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 Servined 1110 NAA 7540 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 Servined 1110 NAA 7540 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 NAA 7541 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 NAA 7541 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 NAA 7541 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 NAA 7541 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 NAA 7541 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 NAA 7541 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 8 1,079 8 1110 Servined 1110 NAA 7571 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.706.004 \$1.715.66.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.715.66.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.715.66.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.715.66.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.715.66.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.715.66.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.715.66.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.715.60.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.715.60.00 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.716.000 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.716.000 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.004 \$1.716.000 Second Lam PK News 9 1,070 \$1.513.707.00 \$1.716.006.41 \$1.716.000 Second Lam PK News 9 1,070 \$1.510.707.00 \$1.716.006.41 \$1.716.00	47.	JPP II, LLC	Kmart of Washington LLC	N/A	7353	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
PP LLC Soc. No. 744 \$1,511,707.00 \$1,780,064.4 \$1,715,640.00 Socord Linn PK Hates	48.	JPP II, LLC	Kmart Stores of Texas LLC	N/A	7352	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
1.9P 1.1C Does Reaction Acceptance Corp. NA 734 \$1,013,707.00 \$1,786,006.41 \$1,715,042.00 Second Line PK Nates	49.	JPP II, LLC	StarWest, LLC	N/A	7350	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
D. JPP B, LLC Sears Protection Congrey NA	50.	JPP II, LLC	SOE, Inc.	N/A	7348	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
S. JPP ILLIC Sears Roateurs and Co. NUA 7541 \$3,513,707.50 \$1,719,006.41 \$1,715,640.59] Second Lise PIR Notes 4. JPP ILLIC Sears Former Improvement Products, NUA 7521 \$3,513,707.50 \$1,719,006.41 \$1,715,640.59] Second Lise PIR Notes 5. JPP ILLIC Sears Former Improvement Products, NUA 7521 \$3,513,707.50 \$1,719,006.41 \$1,715,640.59] Second Lise PIR Notes 6. JPP ILLIC Sears Former Improvement Products, NUA 7539 \$3,513,707.50 \$1,779,006.41 \$1,715,640.59] Second Lise PIR Notes 7. JPP ILLIC Sears Blanck Management Corporation NUA 7539 \$3,513,707.50 \$1,779,006.41 \$1,715,640.59] Second Lise PIR Notes 8. JPP ILLIC Sears Blanck Management Corporation NUA 7576 \$3,513,707.50 \$1,779,006.41 \$1,715,640.59] Second Lise PIR Notes 9. JPP ILLIC Sears Blanck Management Corporation NUA 7576 \$3,513,707.50 \$1,779,006.41 \$1,715,640.59] Second Lise PIR Notes 9. JPP ILLIC Sears Blanck Management Corporation NUA 7576 \$3,513,707.50 \$1,779,006.41 \$1,715,640.59] Second Lise PIR Notes 9. JPP ILLIC Numer of Michigan, Inc. NUA 7575 \$3,513,707.50 \$1,779,006.41 \$1,775,640.59] Second Lise PIR Notes 9. JPP ILLIC Numer of Michigan, Inc. NUA 7579 \$3,513,707.50 \$1,779,006.41 \$1,775,640.59] Second Lise PIR Notes 9. JPP ILLIC Numer of Michigan, Inc. NUA 7597 \$3,513,707.50 \$1,779,006.41 \$1,775,640.59] Second Lise PIR Notes 9. JPP ILLIC Numer of Michigan, Inc. NUA 7597 \$3,513,707.50 \$1,779,006.41 \$1,775,640.59] Second Lise PIR Notes 9. JPP ILLIC Numer of Michigan Numer Num	51.	JPP II, LLC	Sears Roebuck Acceptance Corp.	N/A	7345	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
A. PP II, ILC Sears Operations ILC NA 7324 \$3,513,707.00 \$1,780,006.41 \$1,715,640.59 Second Lien PIK Notes	52.	JPP II, LLC	Sears Protection Company	N/A	7343	\$3,513,707.00	\$1,798,066.41	\$1,715,640.58	Second Lien PIK Notes	
Supplication	53.	JPP II, LLC	Sears, Roebuck and Co.	N/A	7341	\$3,513,707.00	\$1,798,066.41	\$1,715,640.58	Second Lien PIK Notes	
Inc. Proc.	54.	JPP II, LLC	Sears Operations LLC	N/A	7324	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
Corporation 7. PP II, LLC Kmart Corporation NIA 7277 \$3,513,707.00 \$1,798,086.41 \$1,715,640.59 Second Lien PIK Notes 8. IPP II, LLC Sears Brands Management Corporation NIA 7276 \$3,513,707.00 \$1,798,086.41 \$1,715,640.59 Second Lien PIK Notes 8. IPP II, LLC MyGoder LLC NIA 7275 \$3,513,707.00 \$1,798,086.41 \$1,715,640.59 Second Lien PIK Notes 8. IPP II, LLC Kmart of Michigan, Inc. NIA 7275 \$3,513,707.00 \$1,798,086.41 \$1,716,640.59 Second Lien PIK Notes 11, IPP II, LLC Kmart de Michigan, Inc. NIA 7286 \$3,513,707.00 \$1,798,086.41 \$1,716,640.59 Second Lien PIK Notes 12, IPP II, LLC Kmart Operations LLC NIA 7287 \$3,513,707.00 \$1,798,086.41 \$1,716,640.59 Second Lien PIK Notes 13,716,640.59 Second Lien PIK Notes 14, IPP II, LLC Kmart Operations LLC NIA 7287 \$3,513,707.00 \$1,798,086.41 \$1,716,640.59 Second Lien PIK Notes 14, IPP II, LLC Kmart Operations LLC NIA 7287 \$3,513,707.00 \$1,798,086.41 \$1,716,640.59 Second Lien PIK Notes 15,716,640.59 Second Lien PIK Notes 15,716,640.59 Second Lien PIK Notes 15,716,640.59 Second Lien PIK Notes 16, IPP II, LLC A&E Factory Service, LLC NIA 7286 \$3,513,707.00 \$1,798,086.41 \$1,716,640.59 Second Lien PIK Notes 17,716,640.59 Second Lien PIK Notes 18,716,640.59 Second Lien PIK Notes	55.	JPP II, LLC		N/A	7321	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
B. JPP II, LLC Sears Brands Management Corporation N/A 7276 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes B. JPP II, LLC MyGrier LLC N/A 7275 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes D. JPP II, LLC Kmart of Michigan, Inc. N/A 7273 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes JPP II, LLC Kmart Holding Corporation N/A 7269 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes JPP II, LLC Florida Builder Appliances, Inc. N/A 7267 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes JPP II, LLC Kmart Operations LLC N/A 7257 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes JPP II, LLC Kmart Operations LLC N/A 7257 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes JPP II, LLC KLC, Inc. N/A 7251 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes JPP II, LLC A&E Factory Service, LLC N/A 7230 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes JPP II, LLC A&E Signature Service, LLC N/A 7226 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes JPP II, LLC California Builder Appliances, Inc. N/A 7226 \$3,513,707.00 \$1,786,066.41 \$1,715,640.59 Second Lien PIK Notes	56.	JPP II, LLC	Sears Holdings Management Corporation	N/A	7319	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
9. JPP II, LLC MyGofer LLC N/A 7275 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 0. JPP II, LLC Kmart of Michigan, Inc. N/A 7273 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 11. JPP II, LLC Kmart Holding Corporation N/A 7269 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 2. JPP II, LLC Florida Builder Appliances, Inc. N/A 7267 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 33. JPP II, LLC Kmart Operations LLC N/A 7257 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 44. JPP II, LLC KLC, Inc. N/A 7251 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 55. JPP II, LLC A&E Factory Service, LLC N/A 7230 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 66. JPP II, LLC A&E Signature Service, LLC N/A 7226 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 77. JPP II, LLC California Builder Appliances, Inc. N/A 7228 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes	57.	JPP II, LLC	Kmart Corporation	N/A	7277	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
0. JPP II, LLC Kmart of Michigan, Inc. N/A 7273 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 1. JPP II, LLC Kmart Holding Corporation N/A 7269 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 2. JPP II, LLC Florida Builder Appliances, Inc. N/A 7267 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 3. JPP II, LLC Kmart Operations LLC N/A 7257 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 4. JPP II, LLC KLC, Inc. N/A 7251 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 5. JPP II, LLC A&E Factory Service, LLC N/A 7230 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 6. JPP II, LLC A&E Signature Service, LLC N/A 7226 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 7. JPP II, LLC California Builder Appliances, Inc. N/A 7228 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes	58.	JPP II, LLC	Sears Brands Management Corporation	N/A	7276	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
11. JPP II, LLC Kmart Holding Corporation N/A 7269 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PiK Notes 2. JPP II, LLC Florida Builder Appliances, Inc. N/A 7267 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PiK Notes 3. JPP II, LLC Kmart Operations LLC N/A 7257 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PiK Notes 4. JPP II, LLC KLC, Inc. N/A 7251 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PiK Notes 5. JPP II, LLC A&E Factory Service, LLC N/A 7230 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PiK Notes 6. JPP II, LLC A&E Signature Service, LLC N/A 7226 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PiK Notes 7. JPP II, LLC California Builder Appliances, Inc. N/A 7223 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PiK Notes	59.	JPP II, LLC	MyGofer LLC	N/A	7275	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
22 JPP II, LLC Florida Builder Appliances, Inc. N/A 7267 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes	60.	JPP II, LLC	Kmart of Michigan, Inc.	N/A	7273	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
33 JPP II, LLC Kmart Operations LLC N/A 7257 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes	61.	JPP II, LLC	Kmart Holding Corporation	N/A	7269	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
A. JPP II, LLC KLC, Inc. N/A 7251 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes	62.	JPP II, LLC	Florida Builder Appliances, Inc.	N/A	7267	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
S. JPP II, LLC A&E Factory Service, LLC N/A 7230 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes	63.	JPP II, LLC	Kmart Operations LLC	N/A	7257	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
6. JPP II, LLC A&E Signature Service, LLC N/A 7226 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes 77. JPP II, LLC California Builder Appliances, Inc. N/A 7223 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes	64.	JPP II, LLC	KLC, Inc.	N/A	7251	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
77. JPP II, LLC California Builder Appliances, Inc. N/A 7223 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes	65.	JPP II, LLC	A&E Factory Service, LLC	N/A	7230	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
	66.	JPP II, LLC	A&E Signature Service, LLC	N/A	7226	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
8. JPP II, LLC Sears, Roebuck de Puerto Rico, Inc. N/A 7220 \$3,513,707.00 \$1,798,066.41 \$1,715,640.59 Second Lien PIK Notes	67.	JPP II, LLC	California Builder Appliances, Inc.	N/A	7223	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	
	68.	JPP II, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7220	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes	

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

	Schedule of Secured Claims to be Disallowed and Reclassed*											
Ref	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility				
	JPP II, LLC	Sears Protection Company (Florida), L.L.C.	N/A	7216	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes				
70.	JPP II, LLC	Kmart.com LLC	N/A	7215	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes				
71.	JPP II, LLC	A&E Lawn & Garden, LLC	N/A	7208	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes				
72.	JPP II, LLC	Sears Holdings Corporation	N/A	7278	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes				
73.	JPP, LLC	SOE, Inc.	N/A	7534	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
74.	JPP, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7515	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
75.	JPP, LLC	Kmart Holding Corporation	N/A	7511	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
76.	JPP, LLC	Sears Home Improvement Products, Inc.	N/A	7492	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
77.	JPP, LLC	Sears Brands Management Corporation	n N/A	7482	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
78.	JPP, LLC	Sears Holdings Management Corporation	N/A	7480	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
79.	JPP, LLC	A&E Home Delivery, LLC	N/A	7477	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
80.	JPP, LLC	MyGofer LLC	N/A	7476	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
81.	JPP, LLC	Florida Builder Appliances, Inc.	N/A	7474	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
82.	JPP, LLC	A&E Factory Service, LLC	N/A	7455	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
83.	JPP, LLC	California Builder Appliances, Inc.	N/A	7437	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility,				
84.	JPP, LLC	A&E Signature Service, LLC	N/A	7435	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien PIK Notes Second Lien Term Loan, Second Lien Line of Credit Facility,				
85.	JPP, LLC	Private Brands, Ltd.	N/A	7420	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien PIK Notes Second Lien Term Loan, Second Lien Line of Credit Facility,				
	JPP, LLC	Kmart Stores of Texas LLC	N/A	7384	\$890,683,112.72	\$487,526,145.26		Second Lien PIK Notes Second Lien Term Loan, Second Lien Line of Credit Facility,				
	JPP, LLC	Sears, Roebuck and Co.	N/A	7374	\$890,683,112.72	\$487,526,145.26		Second Lien PIK Notes Second Lien Term Loan, Second Lien Line of Credit Facility,				
								Second Lien PIK Notes				
	JPP, LLC	Sears Protection Company (Florida), L.L.C.	N/A	7372	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
	JPP, LLC	Sears Operations LLC	N/A	7370	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
90.	JPP, LLC	Kmart Stores of Illinois LLC	N/A	7354	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
91.	JPP, LLC	StarWest, LLC	N/A	7349	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
92.	JPP, LLC	Kmart of Michigan, Inc.	N/A	7334	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
93.	JPP, LLC	Kmart Corporation	N/A	7332	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
94.	JPP, LLC	KLC, Inc.	N/A	7330	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
95.	JPP, LLC	Sears Roebuck Acceptance Corp.	N/A	7282	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
96.	JPP, LLC	Sears Protection Company	N/A	7280	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
97.	JPP, LLC	A&E Lawn & Garden, LLC	N/A	7279	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
98.	JPP, LLC	Kmart.com LLC	N/A	7255	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
99.	JPP, LLC	Kmart Operations LLC	N/A	7253	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
100.	JPP, LLC	Kmart of Washington LLC	N/A	7225	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
101.	JPP, LLC	Sears Operations LLC	N/A	7537	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
102.	JPP, LLC	Kmart.com LLC	N/A	7535	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

	Schedule of Secured Claims to be Disallowed and Reclassed*											
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility				
103.	JPP, LLC	Kmart Stores of Illinois LLC	N/A	7530		\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
104	JPP, LLC	SOE, Inc.	N/A	7529	\$17,833,238.00	\$9,125,788.32	\$8 707 449 68	Second Lien PIK Notes				
	,				*,	••, ••,						
105.	JPP, LLC	Sears, Roebuck and Co.	N/A	7525	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
106	JPP, LLC	Sears Brands Management Corporation	N/A	7521	\$17,833,238.00	\$9,125,788.32	\$0.707.440.C0	Second Lien PIK Notes				
106.	JPP, LLC	Sears Brands Management Corporation	N/A	7521	\$17,033,236.00	\$9,125,766.32	\$0,707,449.00	Second Lien PIK Notes				
107.	JPP, LLC	StarWest, LLC	N/A	7519	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
108.	JPP, LLC	Kmart of Michigan, Inc.	N/A	7510	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
109.	JPP, LLC	Kmart Corporation	N/A	7507	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
110.	JPP, LLC	Kmart Holding Corporation	N/A	7506	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
111.	JPP, LLC	Sears Protection Company	N/A	7505	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
112.	JPP, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7497	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
113.	JPP, LLC	Sears Home Improvement Products,	N/A	7487	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
		Inc.										
114.	JPP, LLC	A&E Lawn & Garden, LLC	N/A	7459	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
115	JPP, LLC	A&E Signature Service, LLC	N/A	7454	\$17,833,238.00	\$9,125,788.32	\$8 707 449 68	Second Lien PIK Notes				
	,				*,,-	••, ••,	***************************************					
116.	JPP, LLC	A&E Factory Service, LLC	N/A	7452	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
117	JPP, LLC	California Builder Appliances, Inc.	N/A	7444	\$17,833,238.00	\$9,125,788.32	\$0.707.440.C0	Second Lien PIK Notes				
117.	JFF, LLC	California Builder Appliances, Inc.	N/A	/	\$17,033,236.00	\$9,123,766.32	\$6,707,449.06	Second Lien FIX Notes				
118.	JPP, LLC	Private Brands, Ltd.	N/A	7364	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
119.	JPP, LLC	Florida Builder Appliances, Inc.	N/A	7356	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
120.	JPP, LLC	Kmart of Washington LLC	N/A	7347	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
121.	JPP, LLC	Sears Holdings Management Corporation	N/A	7339	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
122.	JPP, LLC	Kmart Operations LLC	N/A	7336	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
123.	JPP, LLC	Kmart Stores of Texas LLC	N/A	7335	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
124.	JPP, LLC	Sears Protection Company (Florida),	N/A	7285	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
		L.L.C.										
125.	JPP, LLC	KLC, Inc.	N/A	7283	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
126	JPP, LLC	MyGofer LLC	N/A	7236	\$17,833,238.00	\$9,125,788.32	\$8 707 449 68	Second Lien PIK Notes				
					, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	., .,	.,,,,					
127.	JPP, LLC	A&E Home Delivery, LLC	N/A	7234	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
128	JPP, LLC	Sears Roebuck Acceptance Corp.	N/A	7227	\$17,833,238.00	\$9,125,788.32	\$8.707.440.68	Second Lien PIK Notes				
120.	JFF, LLC	Seals Roebuck Acceptance Corp.	IWA	1221	\$17,033,230.00	\$9,123,766.32	\$6,707,449.06	Second Lien FIX Notes				
129.	JPP, LLC	Sears Holdings Corporation	N/A	7490	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes				
400	IDD 110	Constitution C	N/A		A12	••						
130.	JPP, LLC	Sears Holdings Corporation	N/A	7281	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes				
131.	Kahana, Mordecahi	Sears Holdings Corporation	N/A	14466	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes				
132.	Kourakin, Mary	Sears Holdings Corporation	N/A	10943	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes				
133.	Kozlov, Roman	Sears Holdings Corporation	N/A	8194	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes				
134.	Lee, Richard Y	Sears Holdings Corporation	N/A	12796	\$39,681.55	\$0.00	\$39,681.55	Second Lien PIK Notes				
135.	LEGGIO, JOSPEH/COLLEEN	Sears Holdings Corporation	N/A	17309	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes				
-	- · · · · · · · · · · · · · · · · · · ·	J . ,		300	,	ţ3.60	Ţ,					
136.	Molsberry Sorrells LLC	Sears Holdings Corporation	N/A	12608	\$20,662.50	\$0.00	\$20,662.50	Second Lien PIK Notes				
			<u></u>									

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

	eclassed Claims		Schedule of Secure	d Claims to be Disallowed and I	Case No. 18-		
Ref # Name of Clai 137. Muller, Maria	mant Debtor Sears Holdings Corporation	Ballot No. to be Disallowed N/A	Proof of Claim No. to be Disallowed 17342	Asserted Claim or Ballot Amount \$32,000.00	Amount Expunged \$0.00	Amount Reclassified to General Unsecured \$32,000.00	Prepetition Loan Facility Second Lien PIK Notes
38. Muller, Maria	Sears Holdings Corporation	N/A	18004	\$18,000.00	\$0.00	\$18,000.00	Second Lien PIK Notes
39. O'SULLIVAN, NICANO	RA Sears Holdings Corporation	N/A	17991	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
40. Pélée Umbrella Investm SICAV PLC	ent Fund Sears Holdings Corporation	N/A	2331	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes; Unsecured PIK Notes
41. Pélée Umbrella Investm	ent SICAV PLC Sears Holdings Corporation	N/A	1874	\$10,331.00	\$0.00	\$10,331.00	Second Lien PIK Notes; Unsecured PIK Notes
42. Rietmann, Arthur	Sears Holdings Corporation	N/A	17004	\$150,000.00	\$0.00	\$150,000.00	Second Lien PIK Notes
43. Roer, Benny	Sears Holdings Corporation	N/A	9151	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
14. SHORT, PAUL F	Sears Holdings Corporation	N/A	9847	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
15. SLIMACK, MARK	Sears Holdings Corporation	N/A	10111	\$8,000.00	\$0.00	\$8,000.00	Second Lien PIK Notes
16. SLIMACK, SUSAN A	Sears Holdings Corporation	N/A	10113	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
7. Stahl, Marilyn	Sears Holdings Corporation	N/A	18388	\$155,000.00	\$0.00	\$155,000.00	Second Lien PIK Notes
18. Taylor III, Jefferson C	Sears Holdings Corporation	N/A	9804	\$67,154.13	\$0.00	\$67,154.13	Second Lien PIK Notes
19. Tomczak, David	Sears Holdings Corporation	N/A	12882	\$36,252.50	\$0.00	\$36,252.50	Second Lien PIK Notes
50. Tomczak, David	Sears Holdings Corporation	N/A	12822	\$31,987.50	\$0.00	\$31,987.50	Second Lien PIK Notes
1. Tomczak, David	Sears Holdings Corporation	N/A	12958	\$23,457.50	\$0.00	\$23,457.50	Second Lien PIK Notes
2. Tomczak, David	Sears Holdings Corporation	N/A	12872	\$10,662.50	\$0.00	\$10,662.50	Second Lien PIK Notes
i3. Tomczak, David	Sears Holdings Corporation	N/A	12953	\$6,397.50	\$0.00	\$6,397.50	Second Lien PIK Notes
4. Tosi, Alfred	Sears Holdings Corporation	N/A	17439	\$31,000.00	\$0.00	\$31,000.00	Second Lien PIK Notes
5. VIRGINIA TARTAGLIO TARTAGLIONE	NE / PETER Sears Holdings Corporation	N/A	18023	\$40,000.00	\$0.00	\$40,000.00	Second Lien PIK Notes
6. Walsh, Kevin	Sears Holdings Corporation	N/A	18441	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
7. Wedmore, Ryan	Sears Holdings Corporation	N/A	19364	\$4,000.00	\$0.00	\$4,000.00	Second Lien PIK Notes
8. Wilmington Trust, Nation as indenture trustee and	nal Association, Sears Brands Management Corpo collateral agent	oration N/A	8781	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
9. Wilmington Trust, Nation as indenture trustee and	nal Association, Kmart Stores of Texas LLC collateral agent	N/A	8777	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
io. Wilmington Trust, Nation as indenture trustee and	nal Association, Kmart of Washington LLC collateral agent	N/A	8776	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
61. Wilmington Trust, Nation as indenture trustee and	nal Association, Kmart Corporation collateral agent	N/A	8775	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
i2. Wilmington Trust, Nation as indenture trustee and	nal Association, Kmart of Michigan, Inc. collateral agent	N/A	8774	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
i3. Wilmington Trust, Nation as indenture trustee and	nal Association, Kmart.com LLC collateral agent	N/A	8773	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
i4. Wilmington Trust, Nation as indenture trustee and	nal Association, Kmart Stores of Illinois LLC collateral agent	N/A	8772	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
65. Wilmington Trust, Nation as indenture trustee and	nal Association, KLC, Inc. collateral agent	N/A	8771	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
Wilmington Trust, Nation as indenture trustee and	nal Association, Kmart Operations LLC collateral agent	N/A	8769	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
67. Wilmington Trust, Nation as indenture trustee and	nal Association, Kmart Holding Corporation collateral agent	N/A	8768	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
68. Wilmington Trust, Nation as indenture trustee and	nal Association, Private Brands, Ltd.	N/A	8767	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
69. Wilmington Trust, Nation as indenture trustee and	nal Association, A&E Lawn & Garden, LLC collateral agent	N/A	8766	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
70. Wilmington Trust, Nation as indenture trustee and	nal Association, Florida Builder Appliances, Inc. collateral agent	N/A	8764	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

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ef ‡	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8761	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8760	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8757	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8756	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8755	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8754	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
77.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck and Co.	N/A	8748	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8745	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8740	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8739	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8738	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8737	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8735	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8734	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
35.	Wilmington Trust, National Association, as indenture trustee and collateral agent	SOE, Inc.	N/A	8733	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8732	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
37.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Sears, Roebuck de Puerto Rico, Inc.	N/A	8731	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		182353801017653	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		182353801017655	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97	Second Lien PIK Notes
	Winnifred A. Christinsen as trustee Winnifred A. Christensen Liv trust VAD 11-13-87	Sears Holdings Corporation	N/A	11952	\$25,828.13	\$0.00	\$25,828.13	Second Lien PIK Notes

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Exhibit B

Claims Hearing Procedures

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		
In re	- X :	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	Case No. 18-23538 (RDD)
Debtors. 1	:	(Jointly Administered)

COURT-ORDERED CLAIMS HEARING PROCEDURES

The claims hearing procedures (the "Claims Hearing Procedures") described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the "Debtors").

Claims Hearing Procedures

1. Pursuant to the Amended Order Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405) (the "Amended Case Management Order"), the Bankruptcy Court established periodic omnibus hearings (the "Omnibus Hearings") in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.

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The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

- 2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a "**Proof of Claim**") with respect to which no response (a "**Response**")² is properly filed and served.
- 3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a "Contested Claim") shall be set for a contested hearing (each, a "Claims Hearing") to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
- 4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
 - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a "Sufficiency Hearing"), unless the Debtors serve the applicable claimant (the "Claimant") with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
 - (ii) For an evidentiary hearing on the merits of a Contested Claim (a "Merits Hearing"), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors' Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as Exhibit 2 (a "Notice of Merits Hearing"), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
- 5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
- 6. The Debtors may file and serve a reply (a "**Reply**") to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
- 7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.

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Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

8. **Sanctions**. The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT

Hearing Date and Time: December 14, 2021 at 10:00 a.m. (Eastern Time) Response Deadline: November 8, 2021 at 4:00 p.m. (Eastern Time)

WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Ray C. Schrock, P.C. Jacqueline Marcus Garrett A. Fail Sunny Singh

Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11 : SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)

Debtors.¹ : (Jointly Administered)

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DEBTORS' FORTIETH OMNIBUS OBJECTION TO PROOFS OF CLAIM (TO RECLASSIFY AND DISALLOW ASSERTED SECURED CLAIMS)

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¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019.

THIS OBJECTION SEEKS TO RECLASSIFY AND DISALLOW CERTAIN FILED PROOFS OF CLAIM. PARTIES SHOULD REVIEW THIS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OBJECTION AND/OR THE EXHIBIT ATTACHED HERETO TO DETERMINE WHETHER THE OBJECTION AFFECTS THEIR CLAIM(S).

IF YOU HAVE QUESTIONS, PLEASE CONTACT DEBTORS' COUNSEL, PHIL DIDONATO, ESQ., AT (212) 310-8636.

TO THE HONORABLE ROBERT D. DRAIN, UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), respectfully represent as follows in support of this omnibus objection (the "**Objection**"):

Background

- 1. Beginning on October 15, 2018 (the "Commencement Date") and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
- 2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the "Creditors' Committee"). No trustee or examiner has been appointed in these chapter 11 cases.
- 3. The Debtors' chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

- 4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement* Among *Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507) (the "Sale Order"), approving the Debtors' entry into that certain *Asset Purchase Agreement*, dated as of January 17, 2019 (as amended, restated, supplemented, or otherwise modified from time to time, the "APA"), between the Debtors and certain other sellers party thereto and Transform Hold Co. LLC ("Transform"), pursuant to which the Debtors sold substantially all their assets to Transform.
- 5. On October 15, 2019, the Court confirmed the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* (ECF No. 5370).
- 6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the Disclosure Statement for Second Amended joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors (the "Disclosure Statement") (ECF No. 4390).²

Jurisdiction

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code, seeking entry of an order (i) reclassifying to general unsecured claims, and (ii) disallowing

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Disclosure Statement.

and expunging the asserted secured claims associated with the Proofs of Claim listed on **Exhibit A** annexed hereto (collectively, the "**Disputed Claims**") as set forth on Exhibit A. Each Disputed Claim was either (i) satisfied by its inclusion in the Purchase Price as a component of the Credit Bid (defined in the APA), or (ii) subject to the Second Lien Consent (defined in the Sale Order).

9. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit B** (the "**Proposed Order**").

The Disputed Claims Should Be Disallowed

- objects." 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC), 15 Civ. 3248, 2016 WL, 796860, at *9 (S.D.N.Y. 2016); In re Arcapita Bank B.S.C.(c), No. 12–11076 (SHL), 2013 WL 6141616, at *1 (Bankr. S.D.N.Y. Nov. 21, 2013), aff'd sub nom. In re Arcapita Bank B.S.C.(c), 508 B.R. 814, 817 (S.D.N.Y. 2014); In re Motors Liquidation Co., No. 09-50026, 2012 WL 1886755, at *3 (S.D.N.Y. May 12, 2012); In re Oneida, Ltd., 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), aff'd, No. 09 Civ. 2229 (DC), 2010 WL 234827, at *5 (S.D.N.Y. Jan. 22, 2010); In re Adelphia Commc 'ns Corp., Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at *15 (Bankr. S.D.N.Y. Feb. 20, 2007); In re Rockefeller Ctr. Props., 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).
- 11. Section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed to the extent that "such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law." 11 U.S.C. § 502(b)(1).
- 12. Each Disputed Claim asserts a secured claim arising under one of the following prepetition secured debt facilities: the Second Lien Term Loan, Second Lien Line of

Credit Facility, and Second Lien PIK Notes (each as defined in the Sale Order) (collectively, the "Second Lien Debt").

- Transform pursuant to the APA. As set forth in the APA and Sale Order, ESL³ credit bid a portion of its secured claims, including its Second Lien Debt Claims (the "ESL Second Lien Debt Claims"), as a portion of the Purchase Price (defined in the APA). Pursuant to Paragraph 9 of the Sale Order, "Upon the Closing Date, the portion of the ESL Claims…that is used as part of the Credit Bid shall be deemed discharged against the Debtors and satisfied in full." Sale Order, ¶9. Accordingly, the ESL Second Lien Debt Claims are allowed against the Debtors as general unsecured claims in the amounts set forth in Exhibit G to the APA, less the Credit Bid Amount (defined in the APA) set forth in Section 3.1(b) of the APA. See Sale Order, ¶ K.
- 14. With respect to the Disputed Claims asserted by non-ESL parties under the Second Lien Debt, these claims should be reclassified entirely to general unsecured claims pursuant to the Sale Order and APA. Specifically, Paragraph K of the Sale Order provides:

[T]he transfer of Acquired Assets constituting "Collateral" under that certain Amended and Restated Security Agreement by and among Sears Holdings Corporation and Wilmington Trust, National Association in its capacity as Collateral Agent (the "Second Lien Collateral Agent") dated as of March 20, 2018 (as may be amended, restated, amended and restated or otherwise modified in accordance with its terms from time to time) (the "Second Lien Security Agreement") has been, or will be, directed by ESL as the "Required Secured Parties" under the Second Lien Security Agreement pursuant to one or more direction letters delivered to the Second Lien Collateral Agent (the "Second Lien Consent"). The Second Lien Consent binds all parties holding debt under the Second Lien Term Loan, Second Lien Line of Credit Facility and Second Lien PIK Notes in their capacity as such...

³ As defined in the APA, "ESL" means ESL Investments, Inc., JPP, LLC, JPP II, LLC, Eddie S. Lampert and any of their respective directors, officers, or employees, in such capacities and in their individual capacities.

Sale Order ¶ K. Pursuant to Paragraph K of the Sale Order, the collateral securing any remaining claims asserted on account of the Second Lien Debt was sold or transferred as part of the Sale Transaction, with the consent of the Second Lien Collateral Agent, which consent was binding on all holders of claims under the Second Lien Debt. Accordingly, these claims should be reclassified entirely to general unsecured claims.

Reservation of Rights

15. The Debtors hereby reserve the right to object in the future to any of the Disputed Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a claim is not granted. A separate notice and hearing will be scheduled for any such objection.

Notice

- 16. Notice of this Objection has been provided in accordance with the procedures set forth in the Amended Order Implementing Certain Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405) (the "Amended Case Management Order"). The Debtors respectfully submit that no further notice is required.
- 17. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: October 25, 2021 New York, New York

/s/ Garrett A. Fail

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Garrett A. Fail
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Exhibit A

Disputed Claims

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

	Schedule of Secured Claims to be Disallowed and Reclassed*											
ef	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility				
	skey, Randal G.		N/A	19041	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes				
. A	skey, Susan E.	Sears Holdings Corporation	N/A	18946	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes				
i. C	ole, Ronald E. and Martha E.	Sears Holdings Corporation	N/A	17491	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trsutee for 6.625% econd Lien PIK Notes	KLC, Inc.	N/A	14439	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Holdings Corporation	N/A	14797	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
S. C		Sears Brands Management Corporation	N/A	14666	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Kmart Stores of Texas LLC	N/A	14463	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Kmart of Michigan, Inc.	N/A	14462	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	A&E Signature Service, LLC	N/A	14459	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Florida Builder Appliances, Inc.	N/A	14457	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Kmart Operations LLC	N/A	14456	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Kmart of Washington LLC	N/A	14455	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Kmart Holding Corporation	N/A	14454	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	A&E Factory Service, LLC	N/A	14453	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Home Improvement Products, Inc.	N/A	14452	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Kmart Stores of Illinois LLC	N/A	14451	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Private Brands, Ltd.	N/A	14450	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Holdings Management Corporation	N/A	14449	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Protection Company (Florida), L.L.C.	N/A	14448	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	A&E Lawn & Garden, LLC	N/A	14444	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	A&E Home Delivery, LLC	N/A	14443	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	StarWest, LLC	N/A	14442	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Sears, Roebuck de Puerto Rico, Inc.	N/A	14440	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
l. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Operations LLC	N/A	14436	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
5. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Protection Company	N/A	14435	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
S. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	SOE, Inc.	N/A	14430	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Sears, Roebuck and Co.	N/A	14374	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Kmart Corporation	N/A	14373	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	omputershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	California Builder Appliances, Inc.	N/A	14372	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	omputershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	MyGofer LLC	N/A	14343	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
. C	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Kmart.com LLC	N/A	14311	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
as	computershare Trust Company, N.A., s Indenture Trustee for 6.625% econd Lien PIK Notes	Sears Roebuck Acceptance Corp.	N/A	14268	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes				
3. C	ondra, Bryan David	Sears Holdings Corporation	N/A	11711	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes				
	ickman, Frances R	Sears Holdings Corporation	N/A	17484	\$115,000.00	\$0.00	\$115,000.00	Second Lien PIK Notes				

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

	Prepetition Loan						
Name of Claimant DICKMAN, FRANCES R	Debtor Sears Holdings Corporation	Ballot No. to be Disallowed N/A	Proof of Claim No. to be Disallowed 17018	Asserted Claim or Ballot Amount \$99,000.00	Amount Expunged \$0.00	Amount Reclassified to General Unsecured	Prepetition Loan Facility Second Lien PIK Notes
5. DICKMAN, FRANCES R	Sears Holdings Corporation	N/A	17018	\$99,000.00	\$0.00	\$99,000.00	Second Lien PIK Notes
6. DRAMER, BARBARA S	Sears Holdings Corporation	N/A	9357	\$7,000.00	\$0.00	\$7,000.00	Second Lien PIK Notes
7. Dumal, Patrick E.	Sears Holdings Corporation	N/A	6046	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
8. Gee, James	Sears Holdings Corporation	N/A	17476	\$50,000.00	\$0.00	\$50,000.00	Second Lien PIK Notes
9. Giangrasso, Susan L	Sears Holdings Corporation	N/A	2145	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
0. GRP Equities LLC	Sears Holdings Corporation	N/A	17213	\$60,000.00	\$0.00	\$60,000.00	Second Lien PIK Notes
Hamdallah, Tarek	Sears Holdings Corporation	N/A	7540	\$51,656.25	\$0.00	\$51,656.25	Second Lien PIK Notes
2. HOLM, JOAN & STANLEY	Sears Holdings Corporation	N/A	17964	\$106,000.00	\$0.00	\$106,000.00	Second Lien PIK Notes
3. Johnston, Phillippa L	Sears Holdings Corporation	N/A	12137	\$13,955.60	\$0.00	\$13,955.60	Second Lien PIK Notes
4. JPP II, LLC	A&E Home Delivery, LLC	N/A	7359	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
5. JPP II, LLC	Private Brands, Ltd.	N/A	7357	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
6. JPP II, LLC	Kmart Stores of Illinois LLC	N/A	7355	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
7. JPP II, LLC	Kmart of Washington LLC	N/A	7353	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
8. JPP II, LLC	Kmart Stores of Texas LLC	N/A	7352	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
9. JPP II, LLC	StarWest, LLC	N/A	7350	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
0. JPP II, LLC	SOE, Inc.	N/A	7348	\$3,513,707.00	\$1,798,066.41	\$1.715.640.59	Second Lien PIK Notes
	,			**,***	• 11 - 11	*,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
1. JPP II, LLC	Sears Roebuck Acceptance Corp.	N/A	7345	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
2. JPP II, LLC	Sears Protection Company	N/A	7343	\$3,513,707.00	\$1,798,066.41	\$1 715 640 59	Second Lien PIK Notes
	,			**,***	• 11 - 1	*,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
3. JPP II, LLC	Sears, Roebuck and Co.	N/A	7341	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
4. JPP II, LLC	Sears Operations LLC	N/A	7324	\$3,513,707.00	\$1,798,066.41	\$1 715 640 59	Second Lien PIK Notes
.,				**,***	• 11 - 1	*,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
5. JPP II, LLC	Sears Home Improvement Products, Inc.	N/A	7321	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
6. JPP II, LLC	Sears Holdings Management	N/A	7319	\$3,513,707.00	\$1,798,066.41	\$1 715 640 59	Second Lien PIK Notes
0.011 11, 220	Corporation		70.0	\$6,616,767.56	\$1,755,555.41	\$1,110,010.00	Cookid Eldi'i II Notes
7. JPP II, LLC	Kmart Corporation	N/A	7277	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
8. JPP II, LLC	Sears Brands Management Corporation	N/A	7276	\$3,513,707.00	\$1,798,066.41	\$1.745.640.50	Second Lien PIK Notes
0. 011 11, 220	Ocars Brands Wanagement Corporation	N/A	7270	\$5,515,707.50	\$1,730,000.41	\$1,713,040.38	Decord Lief Fix Notes
9. JPP II, LLC	MyGofer LLC	N/A	7275	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
0. JPP II, LLC	Kmart of Michigan, Inc.	N/A	7273	\$3,513,707.00	\$1,798,066.41	\$1.715.640.50	Second Lien PIK Notes
0.011 11, 220	Tanat or Mongan, mo.		7270	\$6,616,767.56	\$1,755,555.41	\$1,110,010.00	Cookid Eldi'i II Notes
1. JPP II, LLC	Kmart Holding Corporation	N/A	7269	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
2. JPP II. LLC	Florida Builder Appliances, Inc.	N/A	7267	\$3,513,707.00	\$1,798,066.41	\$1.715.640.50	Second Lien PIK Notes
.,,220	. голас Баласт / фринцова, пто.		7207	93,313,707.00	\$1,730,000.41	\$1,710,0 4 0.08	
3. JPP II, LLC	Kmart Operations LLC	N/A	7257	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
4. JPP II, LLC	KLC, Inc.	N/A	7251	\$3,513,707.00	\$1,798,066.41	\$4.74E.640.F0	Second Lien PIK Notes
	NEO, IIIO.		/251	93,513,707.00	\$1,790,000.41	φ1,715,04U.59	COOKIN LIGHT I IN MORES
5. JPP II, LLC	A&E Factory Service, LLC	N/A	7230	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
C IDDIII I I C	ARE Circuit Co. 1	NIA		An		,	Consed Line DIV Alex
6. JPP II, LLC	A&E Signature Service, LLC	N/A	7226	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
7. JPP II, LLC	California Builder Appliances, Inc.	N/A	7223	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
8. JPP II, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7220	\$3,513,707.00	\$1,798,066.41	\$1,715,640,59	Second Lien PIK Notes

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

EXIII	oit 1 - Disallowed and Reclassed Cla		Case No. 18-					
Ref # 69	Name of Claimant JPP II, LLC	Debtor Sears Protection Company (Florida), L.L.C.	Ballot No. to be Disallowed N/A	Proof of Claim No. to be Disallowed	ed Claims to be Disallowed and I Asserted Claim or Ballot Amount \$3,513,707.00	Amount Expunged \$1,798,066.41	Amount Reclassified to General Unsecured \$1,715,640.59	Prepetition Loan Facility Second Lien PIK Notes
70	JPP II, LLC	Kmart.com LLC	N/A	7215	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
71	JPP II, LLC	A&E Lawn & Garden, LLC	N/A	7208	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
72	JPP II, LLC	Sears Holdings Corporation	N/A	7278	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
73	JPP, LLC	SOE, Inc.	N/A	7534	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
74	JPP, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7515	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
75	JPP, LLC	Kmart Holding Corporation	N/A	7511	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PlK Notes
76	JPP, LLC	Sears Home Improvement Products, Inc.	N/A	7492	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
77	JPP, LLC	Sears Brands Management Corporation	n N/A	7482	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
78	JPP, LLC	Sears Holdings Management Corporation	N/A	7480	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
79	JPP, LLC	A&E Home Delivery, LLC	N/A	7477	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
80	JPP, LLC	MyGofer LLC	N/A	7476	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
81	JPP, LLC	Florida Builder Appliances, Inc.	N/A	7474	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
82	JPP, LLC	A&E Factory Service, LLC	N/A	7455	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
83	JPP, LLC	California Builder Appliances, Inc.	N/A	7437	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
84	JPP, LLC	A&E Signature Service, LLC	N/A	7435	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
85	JPP, LLC	Private Brands, Ltd.	N/A	7420	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
86	JPP, LLC	Kmart Stores of Texas LLC	N/A	7384	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
87	JPP, LLC	Sears, Roebuck and Co.	N/A	7374	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
88	JPP, LLC	Sears Protection Company (Florida), L.L.C.	N/A	7372	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
89	JPP, LLC	Sears Operations LLC	N/A	7370	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
90	JPP, LLC	Kmart Stores of Illinois LLC	N/A	7354	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
91	JPP, LLC	StarWest, LLC	N/A	7349	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
92	JPP, LLC	Kmart of Michigan, Inc.	N/A	7334	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
	JPP, LLC	Kmart Corporation	N/A	7332		\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
94	JPP, LLC	KLC, Inc.	N/A	7330	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
95	JPP, LLC	Sears Roebuck Acceptance Corp.	N/A	7282	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
96	JPP, LLC	Sears Protection Company	N/A	7280	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
97	JPP, LLC	A&E Lawn & Garden, LLC	N/A	7279	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
98	JPP, LLC	Kmart.com LLC	N/A	7255	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
99	JPP, LLC	Kmart Operations LLC	N/A	7253	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
100	JPP, LLC	Kmart of Washington LLC	N/A	7225	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
101	JPP, LLC	Sears Operations LLC	N/A	7537	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
102	JPP, LLC	Kmart.com LLC	N/A	7535	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
	·		<u> </u>					

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

Exhibit 1 - Disallowed and Reclassed C	Case No. 18-23538 (RI						
Ref # Name of Claimant 103. JPP, LLC	Debtor Kmart Stores of Illinois LLC	Ballot No. to be Disallowed N/A	Proof of Claim No. to be Disallowed 7530	Asserted Claim or Ballot Amount \$17,833,238.00	Amount Expunged	Amount Reclassified to General Unsecured \$8,707,449.68	Prepetition Loan Facility Second Lien PIK Notes
104. JPP, LLC	SOE, Inc.	N/A	7529	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
105. JPP, LLC	Sears, Roebuck and Co.	N/A	7525	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
106. JPP, LLC	Sears Brands Management Corporation	n N/A	7521	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
107. JPP, LLC	StarWest, LLC	N/A	7519	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
108. JPP, LLC	Kmart of Michigan, Inc.	N/A	7510	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
109. JPP, LLC	Kmart Corporation	N/A	7507	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
110. JPP, LLC	Kmart Holding Corporation	N/A	7506	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
111. JPP, LLC	Sears Protection Company	N/A	7505	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
112. JPP, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7497	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
113. JPP, LLC	Sears Home Improvement Products, Inc.	N/A	7487	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
114. JPP, LLC	A&E Lawn & Garden, LLC	N/A	7459	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
115. JPP, LLC	A&E Signature Service, LLC	N/A	7454	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
116. JPP, LLC	A&E Factory Service, LLC	N/A	7452	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
17. JPP, LLC	California Builder Appliances, Inc.	N/A	7444	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
18. JPP, LLC	Private Brands, Ltd.	N/A	7364	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
19. JPP, LLC	Florida Builder Appliances, Inc.	N/A	7356	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
I20. JPP, LLC	Kmart of Washington LLC	N/A	7347	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
21. JPP, LLC	Sears Holdings Management Corporation	N/A	7339	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
22. JPP, LLC	Kmart Operations LLC	N/A	7336	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
23. JPP, LLC	Kmart Stores of Texas LLC	N/A	7335	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
24. JPP, LLC	Sears Protection Company (Florida), L.L.C.	N/A	7285	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
25. JPP, LLC	KLC, Inc.	N/A	7283	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
26. JPP, LLC	MyGofer LLC	N/A	7236	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
27. JPP, LLC	A&E Home Delivery, LLC	N/A	7234	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
28. JPP, LLC	Sears Roebuck Acceptance Corp.	N/A	7227	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
29. JPP, LLC	Sears Holdings Corporation	N/A	7490	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
30. JPP, LLC	Sears Holdings Corporation	N/A	7281	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
31. Kahana, Mordecahi	Sears Holdings Corporation	N/A	14466	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
32. Kourakin, Mary	Sears Holdings Corporation	N/A	10943	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
133. Kozlov, Roman	Sears Holdings Corporation	N/A	8194	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
134. Lee, Richard Y	Sears Holdings Corporation	N/A	12796	\$39,681.55	\$0.00	\$39,681.55	Second Lien PIK Notes
135. LEGGIO, JOSPEH/COLLEEN	Sears Holdings Corporation	N/A	17309	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
136. Molsberry Sorrells LLC	Sears Holdings Corporation	N/A	12608	\$20,662.50	\$0.00	\$20,662.50	Second Lien PIK Notes

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

EXIII	it 1 - Disallowed and Reclassed Clair			Schedule of Secur	ed Claims to be Disallowed and I	Reclassed*		Case No. 18-23538 (RDD)
Ref # 137.	Name of Claimant Muller, Maria	Debtor Sears Holdings Corporation	Ballot No. to be Disallowed N/A	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged \$0.00	Amount Reclassified to General Unsecured \$32,000.00	Prepetition Loan Facility Second Lien PIK Notes
138.	Muller, Maria	Sears Holdings Corporation	N/A	18004	\$18,000.00	\$0.00	\$18,000.00	Second Lien PIK Notes
139.	O'SULLIVAN, NICANORA	Sears Holdings Corporation	N/A	17991	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
	Pélée Umbrella Investment Fund SICAV PLC	Sears Holdings Corporation	N/A	2331	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes; Unsecured PIK Notes
141.	Pélée Umbrella Investment SICAV PLC	Sears Holdings Corporation	N/A	1874	\$10,331.00	\$0.00	\$10,331.00	Second Lien PIK Notes; Unsecured PIK Notes
142.	Rietmann, Arthur	Sears Holdings Corporation	N/A	17004	\$150,000.00	\$0.00	\$150,000.00	Second Lien PIK Notes
143.	Roer, Benny	Sears Holdings Corporation	N/A	9151	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
144.	SHORT, PAUL F	Sears Holdings Corporation	N/A	9847	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
	SLIMACK, MARK		N/A	10111		\$0.00		Second Lien PIK Notes
	SLIMACK, SUSAN A		N/A	10113		\$0.00		Second Lien PIK Notes
	Stahl, Marilyn		N/A	18388 9804		\$0.00		Second Lien PIK Notes
	Taylor III, Jefferson C Tomczak, David		N/A	12882		\$0.00		Second Lien PIK Notes Second Lien PIK Notes
	Tomczak, David		N/A	12822		\$0.00		Second Lien PIK Notes
	Tomczak, David		N/A	12958		\$0.00		Second Lien PIK Notes
	Tomczak, David		N/A	12872		\$0.00		Second Lien PIK Notes
	Tomczak, David		N/A	12953		\$0.00		Second Lien PIK Notes
	Tosi, Alfred		N/A	17439		\$0.00		Second Lien PIK Notes
155.	VIRGINIA TARTAGLIONE / PETER		N/A	18023		\$0.00		Second Lien PIK Notes
	TARTAGLIONE Walsh, Kevin	Sears Holdings Corporation	N/A	18441	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
157.	Wedmore, Ryan	Sears Holdings Corporation	N/A	19364	\$4,000.00	\$0.00	\$4,000.00	Second Lien PIK Notes
158.	Wilmington Trust, National Association,	Sears Brands Management Corporation	N/A	8781	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
159.	as indenture trustee and collateral agent Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Texas LLC	N/A	8777	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
160.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Washington LLC	N/A	8776	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
161.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Corporation	N/A	8775	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
162.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Michigan, Inc.	N/A	8774	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
163.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart.com LLC	N/A	8773	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
164.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Illinois LLC	N/A	8772	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
165.	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8771	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
166.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Operations LLC	N/A	8769	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8768	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
168.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Private Brands, Ltd.	N/A	8767	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
169.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Lawn & Garden, LLC	N/A	8766	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8764	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

ef	Ballot No. Proof of Claim No. Asserted Claim or Ballot Amount Reclassified Prepetition Loa Name of Claimant Debtor to be Disallowed to be Disallowed Amount Amount Expunged to General Unsecured Facility											
#	Name of Claimant		to be Disallowed	to be Disallowed	Amount		to General Unsecured	Facility				
1	Wilmington Trust, National Association, Nas indenture trustee and collateral agent	llyGofer LLC	N/A	8761	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
2	Wilmington Trust, National Association, S as indenture trustee and collateral agent C	Sears Holdings Management Corporation	N/A	8760	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
73	Wilmington Trust, National Association, A as indenture trustee and collateral agent	A&E Home Delivery, LLC	N/A	8757	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
74	Wilmington Trust, National Association, C as indenture trustee and collateral agent	California Builder Appliances, Inc.	N/A	8756	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
75	Wilmington Trust, National Association, S as indenture trustee and collateral agent Ir		N/A	8755	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
76	Wilmington Trust, National Association, A as indenture trustee and collateral agent	A&E Signature Service, LLC	N/A	8754	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
77	Wilmington Trust, National Association, S as indenture trustee and collateral agent	Sears, Roebuck and Co.	N/A	8748	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
78	Wilmington Trust, National Association, S as indenture trustee and collateral agent	Sears Holdings Corporation	N/A	8745	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
79	Wilmington Trust, National Association, S as indenture trustee and collateral agent	Sears Protection Company	N/A	8740	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
80	Wilmington Trust, National Association, S as indenture trustee and collateral agent L		N/A	8739	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
81	Wilmington Trust, National Association, A as indenture trustee and collateral agent	&E Factory Service, LLC	N/A	8738	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
82	Wilmington Trust, National Association, S as indenture trustee and collateral agent	Sears Operations LLC	N/A	8737	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
33	Wilmington Trust, National Association, S as indenture trustee and collateral agent	Sears Roebuck Acceptance Corp.	N/A	8735	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
84	Wilmington Trust, National Association, S as indenture trustee and collateral agent	Sears, Roebuck and Co.	N/A	8734	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
85	Wilmington Trust, National Association, S as indenture trustee and collateral agent	SOE, Inc.	N/A	8733	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
86	Wilmington Trust, National Association, S as indenture trustee and collateral agent	StarWest, LLC	N/A	8732	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
87	Wilmington Trust, National Association, S as indenture trustee and collateral agent	Sears, Roebuck de Puerto Rico, Inc.	N/A	8731	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes				
88	Wilmington Trust, National Association, Nas indenture trustee and collateral agent	N/A	182353801017653	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97 Se	cond Lien PIK Notes				
89	Wilmington Trust, National Association, Nas indenture trustee and collateral agent	WA	182353801017655	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97 Se	cond Lien PIK Notes				
90	Winnifred A. Christinsen as trustee Winnifred A. Christensen Liv trust VAD 11-13-87	Sears Holdings Corporation	N/A	11952	\$25,828.13	\$0.00	\$25,828.13 Se	cond Lien PIK Notes				

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Exhibit B

Proposed Order

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

-----X

In re : Chapter 11

SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)

Debtors.¹ : (Jointly Administered)

-----X

ORDER GRANTING DEBTORS' FORTIETH OMNIBUS OBJECTION TO PROOFS OF CLAIM (TO RECLASSIFY AND DISALLOW ASSERTED SECURED CLAIMS)

Upon the *Debtors' Fortieth Omnibus Objection to Proofs of Claim (To Reclassify and Disallow Asserted Secured Claims)*, filed on October 25, 2021 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR - Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

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proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided, and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on _____ (the "Hearing"); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

- 1. The Objection is granted, solely to the extent set forth herein.
- 2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Proof of Claim listed on <u>Exhibit 1</u> annexed hereto is (i) disallowed and expunged in the amount indicated in the column labeled "Amount Expunged" and (ii) reclassified to a general unsecured claim in the amount indicated in the column labeled "Amount Reclassified to General Unsecured," without prejudice to Claimants' rights to assert and the Debtors' right to object to any claims asserted as arising under Section 507(b) of the Bankruptcy Code.
- 3. Except as expressly set forth herein, this Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code. All such claims and causes of action against the Debtors may hold against the Claimants are expressly preserved, and all rights and defenses the Claimants may hold in respect of any such claims or causes of action are expressly preserved.

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	4.	The Debtors, the	e Debtors' cl	aims and no	ticing age	nt, Prime C	lerk, and	the Clerk	ς of
this Bankru	ptcy Court	are authorized	to take all a	actions nece	essary or a	ppropriate	to give	effect to	this
Order.									

5.	The terms	and c	conditions	of this	Order are	effective	immediately	v upo	on entry	7.

Dated:	, 2021	
	White Plains, New York	

HONORABLE ROBERT D. DRAIN UNITED STATES BANKRUPTCY JUDGE 18-23538-shl Doc 9987 Filed 10/25/21 Entered 10/25/21 14:12:48 Main Document Pg 34 of 40

Exhibit 1

Disputed Claims

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

xhibit 1 - Disallowed and Reclassed Cla	ims		Schedule of Secure	ed Claims to be Disallowed and I	Reclassed*		Case No. 18-23538 (RI
Ref Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility
Askey, Randal G.	Sears Holdings Corporation	N/A	19041	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
2. Askey, Susan E.	Sears Holdings Corporation	N/A	18946	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
Cole, Ronald E. and Martha E.	Sears Holdings Corporation	N/A	17491	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trsutee for 6.625% Second Lien PIK Notes	KLC, Inc.	N/A	14439	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625%	Sears Holdings Corporation	N/A	14797	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Second Lien PIK Notes 6. Computershare Trust Company, N.A., as Indenture Trustee for 6.625%	Sears Brands Management Corporation	N/A	14666	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Second Lien PIK Notes Computershare Trust Company, N.A., as Indenture Trustee for 6.625%	Kmart Stores of Texas LLC	N/A	14463	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Second Lien PIK Notes Computershare Trust Company, N.A., as Indenture Trustee for 6.625%	Kmart of Michigan, Inc.	N/A	14462	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Second Lien PIK Notes Computershare Trust Company, N.A., as Indenture Trustee for 6.625%	A&E Signature Service, LLC	N/A	14459	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Second Lien PIK Notes 10. Computershare Trust Company, N.A., as Indenture Trustee for 6.625%	Florida Builder Appliances, Inc.	N/A	14457	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Second Lien PIK Notes 11. Computershare Trust Company, N.A.,	Kmart Operations LLC	N/A	14456	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as Indenture Trustee for 6.625% Second Lien PIK Notes 12. Computershare Trust Company, N.A.,	Kmart of Washington LLC	N/A	14455	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
as Indenture Trustee for 6.625% Second Lien PIK Notes 13. Computershare Trust Company, N.A.,	Vocat Holding Corneration	N/A	14454	\$181,252,919.00	\$0.00	e191 2F2 010 00	Second Lien PIK Notes
as Indenture Trustee for 6.625% Second Lien PIK Notes							
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Factory Service, LLC	N/A	14453	\$181,252,919.00	\$0.00		Second Lien PIK Notes
 Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes 	Sears Home Improvement Products, Inc.	N/A	14452	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Stores of Illinois LLC	N/A	14451	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
17. Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Private Brands, Ltd.	N/A	14450	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
18. Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Holdings Management Corporation	N/A	14449	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Protection Company (Florida), L.L.C.	N/A	14448	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Lawn & Garden, LLC	N/A	14444	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
21. Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	A&E Home Delivery, LLC	N/A	14443	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
22. Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	StarWest, LLC	N/A	14442	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
23. Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears, Roebuck de Puerto Rico, Inc.	N/A	14440	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Operations LLC	N/A	14436	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
25. Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Protection Company	N/A	14435	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
26. Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	SOE, Inc.	N/A	14430	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears, Roebuck and Co.	N/A	14374	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart Corporation	N/A	14373	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	California Builder Appliances, Inc.	N/A	14372	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	MyGofer LLC	N/A	14343	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Kmart.com LLC	N/A	14311	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
Computershare Trust Company, N.A., as Indenture Trustee for 6.625% Second Lien PIK Notes	Sears Roebuck Acceptance Corp.	N/A	14268	\$181,252,919.00	\$0.00	\$181,252,919.00	Second Lien PIK Notes
33. Condra, Bryan David	Sears Holdings Corporation	N/A	11711	\$5,000.00	\$0.00	\$5,000.00	Second Lien PIK Notes
34. Dickman, Frances R	Sears Holdings Corporation	N/A	17484	\$115,000.00	\$0.00	\$115,000.00	Second Lien PIK Notes

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

Ref					d Claims to be Disallowed and F			
	Name of Claimant DICKMAN, FRANCES R	Debtor Sears Holdings Corporation	Ballot No. to be Disallowed N/A	Proof of Claim No. to be Disallowed 17018	Asserted Claim or Ballot Amount \$99,000.00	Amount Expunged	Amount Reclassified to General Unsecured \$99,000.00	Prepetition Loan Facility Second Lien PIK Notes
36.	DRAMER, BARBARA S	Sears Holdings Corporation	N/A	9357	\$7,000.00	\$0.00	\$7,000.00	Second Lien PIK Notes
37.	Dumal, Patrick E.	Sears Holdings Corporation	N/A	6046	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes
38.	Gee, James	Sears Holdings Corporation	N/A	17476	\$50,000.00	\$0.00	\$50,000.00	Second Lien PIK Notes
39.	Giangrasso, Susan L	Sears Holdings Corporation	N/A	2145	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
40.	GRP Equities LLC	Sears Holdings Corporation	N/A	17213	\$60,000.00	\$0.00	\$60,000.00	Second Lien PIK Notes
41.	Hamdallah, Tarek	Sears Holdings Corporation	N/A	7540	\$51,656.25	\$0.00	\$51,656.25	Second Lien PIK Notes
42.	HOLM, JOAN & STANLEY	Sears Holdings Corporation	N/A	17964	\$106,000.00	\$0.00	\$106,000.00	Second Lien PIK Notes
43.	Johnston, Phillippa L	Sears Holdings Corporation	N/A	12137	\$13,955.60	\$0.00	\$13,955.60	Second Lien PIK Notes
44.	JPP II, LLC	A&E Home Delivery, LLC	N/A	7359	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
45.	JPP II, LLC	Private Brands, Ltd.	N/A	7357	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
46.	JPP II, LLC	Kmart Stores of Illinois LLC	N/A	7355	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
47.	JPP II, LLC	Kmart of Washington LLC	N/A	7353	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
48.	JPP II, LLC	Kmart Stores of Texas LLC	N/A	7352	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
49.	JPP II, LLC	StarWest, LLC	N/A	7350	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
50.	JPP II, LLC	SOE, Inc.	N/A	7348	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
51.	JPP II, LLC	Sears Roebuck Acceptance Corp.	N/A	7345	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
52.	JPP II, LLC	Sears Protection Company	N/A	7343	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
53.	JPP II, LLC	Sears, Roebuck and Co.	N/A	7341	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
54.	JPP II, LLC	Sears Operations LLC	N/A	7324	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
55.	JPP II, LLC	Sears Home Improvement Products, Inc.	N/A	7321	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
56.	JPP II, LLC	Sears Holdings Management Corporation	N/A	7319	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
57.	JPP II, LLC	Kmart Corporation	N/A	7277	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
58.	JPP II, LLC	Sears Brands Management Corporation	N/A	7276	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
59.	JPP II, LLC	MyGofer LLC	N/A	7275	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
60.	JPP II, LLC	Kmart of Michigan, Inc.	N/A	7273	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
61.	JPP II, LLC	Kmart Holding Corporation	N/A	7269	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
62.	JPP II, LLC	Florida Builder Appliances, Inc.	N/A	7267	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
63.	JPP II, LLC	Kmart Operations LLC	N/A	7257	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
64.	JPP II, LLC	KLC, Inc.	N/A	7251	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
65.	JPP II, LLC	A&E Factory Service, LLC	N/A	7230	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
66.	JPP II, LLC	A&E Signature Service, LLC	N/A	7226	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
67.	JPP II, LLC	California Builder Appliances, Inc.	N/A	7223	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
68.	JPP II, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7220	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

				Schedule of Secure	ed Claims to be Disallowed and I	Reclassed*		P
Ref	Name of Claimant	Dobtor	Ballot No.	Proof of Claim No.	Asserted Claim or Ballot	Amount Expunged	Amount Reclassified	Prepetition Loan
	JPP II, LLC	Debtor Sears Protection Company (Florida), L.L.C.	to be Disallowed N/A	to be Disallowed 7216	Amount \$3,513,707.00	\$1,798,066.41	to General Unsecured \$1,715,640.59	Facility Second Lien PIK Notes
70.	JPP II, LLC	Kmart.com LLC	N/A	7215	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
71.	JPP II, LLC	A&E Lawn & Garden, LLC	N/A	7208	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
72.	JPP II, LLC	Sears Holdings Corporation	N/A	7278	\$3,513,707.00	\$1,798,066.41	\$1,715,640.59	Second Lien PIK Notes
73.	JPP, LLC	SOE, Inc.	N/A	7534	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility,
74		O	NA.	7645	2000 000 440 70	\$407.F00.44F.00	0.400 4F0 007 40	Second Lien PIK Notes
74.	JPP, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7515	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
75.	JPP, LLC	Kmart Holding Corporation	N/A	7511	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
76.	JPP, LLC	Sears Home Improvement Products, Inc.	N/A	7492	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
77.	JPP, LLC	Sears Brands Management Corporation	n N/A	7482	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
78.	JPP, LLC	Sears Holdings Management Corporation	N/A	7480	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
79.	JPP, LLC	A&E Home Delivery, LLC	N/A	7477	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
80.	JPP, LLC	MyGofer LLC	N/A	7476	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
81.	JPP, LLC	Florida Builder Appliances, Inc.	N/A	7474	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
82.	JPP, LLC	A&E Factory Service, LLC	N/A	7455	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
83.	JPP, LLC	California Builder Appliances, Inc.	N/A	7437	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility,
84	JPP, LLC	A&E Signature Service, LLC	N/A	7435	\$890,683,112.72	\$487,526,145.26	\$403 156 067 46	Second Lien PIK Notes Second Lien Term Loan, Second Lien Line of Credit Facility,
								Second Lien PIK Notes
85.	JPP, LLC	Private Brands, Ltd.	N/A	7420	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
86.	JPP, LLC	Kmart Stores of Texas LLC	N/A	7384	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
87.	JPP, LLC	Sears, Roebuck and Co.	N/A	7374	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
88.	JPP, LLC	Sears Protection Company (Florida), L.L.C.	N/A	7372	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
89.	JPP, LLC	Sears Operations LLC	N/A	7370	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
90.	JPP, LLC	Kmart Stores of Illinois LLC	N/A	7354	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
91.	JPP, LLC	StarWest, LLC	N/A	7349	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
92.	JPP, LLC	Kmart of Michigan, Inc.	N/A	7334	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
93.	JPP, LLC	Kmart Corporation	N/A	7332	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility,
94.	JPP, LLC	KLC, Inc.	N/A	7330	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien PIK Notes Second Lien Term Loan, Second Lien Line of Credit Facility,
95.	JPP, LLC	Sears Roebuck Acceptance Corp.	N/A	7282	\$890,683,112.72	\$487,526,145.26		Second Lien PIK Notes Second Lien Term Loan, Second Lien Line of Credit Facility,
96	JPP, LLC	Sears Protection Company	N/A	7280	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien PIK Notes Second Lien Term Loan, Second Lien Line of Credit Facility,
	JPP, LLC	A&E Lawn & Garden, LLC	N/A	7279	\$890,683,112.72			Second Lien PIK Notes Second Lien Term Loan, Second Lien Line of Credit Facility,
								Second Lien PIK Notes
98.	JPP, LLC	Kmart.com LLC	N/A	7255	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
99.	JPP, LLC	Kmart Operations LLC	N/A	7253	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
100.	JPP, LLC	Kmart of Washington LLC	N/A	7225	\$890,683,112.72	\$487,526,145.26	\$403,156,967.46	Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes
101.	JPP, LLC	Sears Operations LLC	N/A	7537	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes
102.	JPP, LLC	Kmart.com LLC	N/A	7535	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

	Schedule of Secured Claims to be Disallowed and Reclassed* Rallot No. Proof of Claim No. Asserted Claim or Rallot Amount Reclassified Prenetition Loan												
Ref #	Name of Claimant	Debtor	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged	Amount Reclassified to General Unsecured	Prepetition Loan Facility					
103.	JPP, LLC	Kmart Stores of Illinois LLC	N/A	7530	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
104.	JPP, LLC	SOE, Inc.	N/A	7529	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
105.	JPP, LLC	Sears, Roebuck and Co.	N/A	7525	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
106.	JPP, LLC	Sears Brands Management Corporation	N/A	7521	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
107.	JPP, LLC	StarWest, LLC	N/A	7519	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
108.	JPP, LLC	Kmart of Michigan, Inc.	N/A	7510	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
109.	JPP, LLC	Kmart Corporation	N/A	7507	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
110.	JPP, LLC	Kmart Holding Corporation	N/A	7506	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
111.	JPP, LLC	Sears Protection Company	N/A	7505	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
112.	JPP, LLC	Sears, Roebuck de Puerto Rico, Inc.	N/A	7497	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
						-							
113.	JPP, LLC	Sears Home Improvement Products, Inc.	N/A	7487	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
114.	JPP, LLC	A&E Lawn & Garden, LLC	N/A	7459	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
115.	JPP, LLC	A&E Signature Service, LLC	N/A	7454	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
116.	JPP, LLC	A&E Factory Service, LLC	N/A	7452	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
117.	JPP, LLC	California Builder Appliances, Inc.	N/A	7444	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
118.	JPP, LLC	Private Brands, Ltd.	N/A	7364	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
119.	JPP, LLC	Florida Builder Appliances, Inc.	N/A	7356	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
120.	JPP, LLC	Kmart of Washington LLC	N/A	7347	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
121.	JPP, LLC	Sears Holdings Management Corporation	N/A	7339	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
122.	JPP, LLC	Kmart Operations LLC	N/A	7336	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
123.	JPP, LLC	Kmart Stores of Texas LLC	N/A	7335	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
124.	JPP, LLC		N/A	7285	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
		L.L.C.											
125.	JPP, LLC	KLC, Inc.	N/A	7283	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
126.	JPP, LLC	MyGofer LLC	N/A	7236	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
	PD 110							D. H. DWALL					
127.	JPP, LLC	A&E Home Delivery, LLC	N/A	7234	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
128.	JPP, LLC	Sears Roebuck Acceptance Corp.	N/A	7227	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
400	IDD LLC	Soom Holdings Commercial	N/A		2000 000 115	\$407.500 tts ==	2400 150 007 17	Personal ion Term Loan County Live Live Co. 27.5					
129.	JPP, LLC	Sears Holdings Corporation	N/A	7490	\$890,683,112.72	\$487,526,145.26		Second Lien Term Loan, Second Lien Line of Credit Facility, Second Lien PIK Notes					
130.	JPP, LLC	Sears Holdings Corporation	N/A	7281	\$17,833,238.00	\$9,125,788.32	\$8,707,449.68	Second Lien PIK Notes					
104	Kahana, Mordecahi	Soora Holdings Com	N/A	14466	\$100,000.00	\$0.00	8400.000.00	Second Lien PIK Notes					
131.	ranand, WUIUCUIII	Sears Holdings Corporation	IVO	14466	\$100,000.00	\$0.00	\$100,000.00	OCCUPA LIGHT IN NUICS					
132.	Kourakin, Mary	Sears Holdings Corporation	N/A	10943	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes					
400	Kozlov, Roman	Seare Holdings Comanu	N/A	8194	\$5,000.00	\$0.00	er 000 00	Second Lien PIK Notes					
133.	NOZIOV, NOTIBII	Sears Holdings Corporation	N/A	ъ194	\$5,000.00	\$0.00	\$5,000.00	Occord Liell FIX NOTES					
134.	Lee, Richard Y	Sears Holdings Corporation	N/A	12796	\$39,681.55	\$0.00	\$39,681.55	Second Lien PIK Notes					
	LEGGIO TORRETTION:	Constitution C	N/A				2.32.22	Constitute DIV Notes					
135.	LEGGIO, JOSPEH/COLLEEN	Sears Holdings Corporation	N/A	17309	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes					
136.	Molsberry Sorrells LLC	Sears Holdings Corporation	N/A	12608	\$20,662.50	\$0.00	\$20,662.50	Second Lien PIK Notes					
						77777							

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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

EXIII	it 1 - Disallowed and Reclassed Clair			Schedule of Secur	ed Claims to be Disallowed and I	Reclassed*		Case No. 18-23538 (RDD)
Ref # 137.	Name of Claimant Muller, Maria	Debtor Sears Holdings Corporation	Ballot No. to be Disallowed N/A	Proof of Claim No. to be Disallowed	Asserted Claim or Ballot Amount	Amount Expunged \$0.00	Amount Reclassified to General Unsecured \$32,000.00	Prepetition Loan Facility Second Lien PIK Notes
138.	Muller, Maria	Sears Holdings Corporation	N/A	18004	\$18,000.00	\$0.00	\$18,000.00	Second Lien PIK Notes
139.	O'SULLIVAN, NICANORA	Sears Holdings Corporation	N/A	17991	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
	Pélée Umbrella Investment Fund SICAV PLC	Sears Holdings Corporation	N/A	2331	\$10,000.00	\$0.00	\$10,000.00	Second Lien PIK Notes; Unsecured PIK Notes
141.	Pélée Umbrella Investment SICAV PLC	Sears Holdings Corporation	N/A	1874	\$10,331.00	\$0.00	\$10,331.00	Second Lien PIK Notes; Unsecured PIK Notes
142.	Rietmann, Arthur	Sears Holdings Corporation	N/A	17004	\$150,000.00	\$0.00	\$150,000.00	Second Lien PIK Notes
143.	Roer, Benny	Sears Holdings Corporation	N/A	9151	\$25,000.00	\$0.00	\$25,000.00	Second Lien PIK Notes
144.	SHORT, PAUL F	Sears Holdings Corporation	N/A	9847	\$15,000.00	\$0.00	\$15,000.00	Second Lien PIK Notes
	SLIMACK, MARK		N/A	10111		\$0.00		Second Lien PIK Notes
	SLIMACK, SUSAN A		N/A	10113		\$0.00		Second Lien PIK Notes
	Stahl, Marilyn		N/A	18388 9804		\$0.00		Second Lien PIK Notes
	Taylor III, Jefferson C Tomczak, David		N/A	12882		\$0.00		Second Lien PIK Notes Second Lien PIK Notes
	Tomczak, David		N/A	12822		\$0.00		Second Lien PIK Notes
	Tomczak, David		N/A	12958		\$0.00		Second Lien PIK Notes
	Tomczak, David		N/A	12872		\$0.00		Second Lien PIK Notes
	Tomczak, David		N/A	12953		\$0.00		Second Lien PIK Notes
	Tosi, Alfred		N/A	17439		\$0.00		Second Lien PIK Notes
155.	VIRGINIA TARTAGLIONE / PETER		N/A	18023		\$0.00		Second Lien PIK Notes
	TARTAGLIONE Walsh, Kevin	Sears Holdings Corporation	N/A	18441	\$100,000.00	\$0.00	\$100,000.00	Second Lien PIK Notes
157.	Wedmore, Ryan	Sears Holdings Corporation	N/A	19364	\$4,000.00	\$0.00	\$4,000.00	Second Lien PIK Notes
158.	Wilmington Trust, National Association,	Sears Brands Management Corporation	N/A	8781	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
159.	as indenture trustee and collateral agent Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Texas LLC	N/A	8777	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
160.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Washington LLC	N/A	8776	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
161.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Corporation	N/A	8775	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
162.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart of Michigan, Inc.	N/A	8774	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
163.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart.com LLC	N/A	8773	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
164.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Stores of Illinois LLC	N/A	8772	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
165.	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8771	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
166.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Kmart Operations LLC	N/A	8769	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8768	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
168.	Wilmington Trust, National Association, as indenture trustee and collateral agent	Private Brands, Ltd.	N/A	8767	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
169.	Wilmington Trust, National Association, as indenture trustee and collateral agent	A&E Lawn & Garden, LLC	N/A	8766	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent		N/A	8764	\$91,950,191.25	\$0.00	\$91,950,191.25	Second Lien PIK Notes
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Debtors' [Fortieth] Omnibus Objection to Claims Exhibit 1 - Disallowed and Reclassed Claims

Ref			Ballot No.	Proof of Claim No.	Asserted Claim or Ballot		Amount Reclassified	Prepetition Loan
#	Name of Claimant Wilmington Trust, National Association, MyGe	Debtor	to be Disallowed N/A	to be Disallowed 8761	Amount \$91,950,191.25	Amount Expunged \$0.00	to General Unsecured \$91,950,191.25 Se	Facility
	as indenture trustee and collateral agent	oter LLC	N/A	8761	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
72.	Wilmington Trust, National Association, Sears as indenture trustee and collateral agent Corpu	s Holdings Management oration	N/A	8760	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
73.	Wilmington Trust, National Association, A&E as indenture trustee and collateral agent	Home Delivery, LLC	N/A	8757	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
74.	Wilmington Trust, National Association, Califoras indenture trustee and collateral agent	ornia Builder Appliances, Inc.	N/A	8756	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
75.	Wilmington Trust, National Association, Sears as indenture trustee and collateral agent Inc.	s Home Improvement Products,	N/A	8755	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
	Wilmington Trust, National Association, as indenture trustee and collateral agent	Signature Service, LLC	N/A	8754	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
77.	Wilmington Trust, National Association, Sears as indenture trustee and collateral agent	s, Roebuck and Co.	N/A	8748	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
78.	Wilmington Trust, National Association, Sears as indenture trustee and collateral agent	s Holdings Corporation	N/A	8745	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
79.	Wilmington Trust, National Association, Sears as indenture trustee and collateral agent	s Protection Company	N/A	8740	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
180.	Wilmington Trust, National Association, as indenture trustee and collateral agent L.L.C		N/A	8739	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
81.	Wilmington Trust, National Association, A&E as indenture trustee and collateral agent	Factory Service, LLC	N/A	8738	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
82.	Wilmington Trust, National Association, Sears as indenture trustee and collateral agent	s Operations LLC	N/A	8737	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
83.	Wilmington Trust, National Association, Sears as indenture trustee and collateral agent	s Roebuck Acceptance Corp.	N/A	8735	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
184.	Wilmington Trust, National Association, Sears as indenture trustee and collateral agent	s, Roebuck and Co.	N/A	8734	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
85.	Wilmington Trust, National Association, SOE, as indenture trustee and collateral agent	, Inc.	N/A	8733	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
86.	Wilmington Trust, National Association, StarV as indenture trustee and collateral agent	West, LLC	N/A	8732	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
87.	Wilmington Trust, National Association, Sears as indenture trustee and collateral agent	s, Roebuck de Puerto Rico, Inc.	N/A	8731	\$91,950,191.25	\$0.00	\$91,950,191.25 Se	cond Lien PIK Notes
188.	Wilmington Trust, National Association, N/A as indenture trustee and collateral agent		182353801017653	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97 Se	cond Lien PIK Notes
189.	Wilmington Trust, National Association, N/A as indenture trustee and collateral agent		182353801017655	N/A	\$730,386,222.97	\$0.00	\$730,386,222.97 Se	cond Lien PIK Notes
190.	Winnifred A. Christinsen as trustee Winnifred A. Christensen Liv trust VAD 11-13-87	s Holdings Corporation	N/A	11952	\$25,828.13	\$0.00	\$25,828.13 Se	cond Lien PIK Notes